

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants.

C.A. No. 04-10353-PBS

DECLARATION OF RICHARD C. ABATI

Richard C. Abati deposes and states as follows:

1. I am an attorney in the law firm of Choate, Hall & Stewart, and a member of the bar of the Supreme Judicial Court of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts. I am counsel to the above-named defendants and make this declaration in support of the Voice Signal Technologies, Inc.'s Reply Memorandum In Support Of Its Motion To Disqualify Goodwin Procter LLP From Representing ScanSoft In This Case.

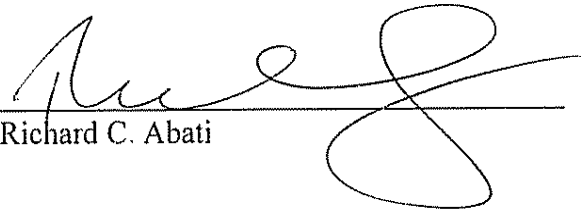
2. Attached hereto as Ex. A is a true and correct copy of the Attorneys' Liability Society, Inc.'s "sample pre-engagement letter" from its Prototype Lawyers' Manual, dated October, 1998.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.



Richard C. Abati

Dated: December 5, 2005

Exhibit A

FORM 8

[Beauty Contest - Form of Waiver of Confidentiality Letter]

Dear _____:

You have expressed an interest in discussing with us the possibility of Choate, Hall & Stewart representing [Name of Company] in [describe prospective engagement]. We look forward to meeting with you on _____ to discuss Choate, Hall's qualifications and non-confidential information relating to this matter.

You have indicated that you will be interviewing other law firms and it is therefore possible that you may decide not to retain us in the matter. We understand fully your desire to proceed in that manner. You, in turn, understand and have agreed that no attorney-client relationship will exist unless and until you decide to retain Choate, Hall & Stewart and the firm agrees to represent you in this matter and an appropriate engagement letter has been executed.

You have also agreed that you will not disclose confidential information to us at our upcoming meeting, but only matters of general knowledge and facts already "of record." You have further agreed that nothing occurring at this meeting will be used to prevent Choate, Hall from future representation of others adverse to [The Company] (including representation concerning the subject matter of our meeting on _____) if [The Company] does not retain us.

Very truly yours,

[Firm Lawyer]